

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

EDGARDO CANEZ, Individually
and on behalf of all others similarly situated,

Plaintiff,

v.

INTELLIGENT SYSTEMS
CORPORATION, J. LELAND STRANGE,
MATTHEW A. WHITE, A. RUSSEL
CHANDLER III, PHILLIP H. MOISE,
PARKER H. PETIT, CHERIE M. FUZZELL,
JAMES V. NAPIER, BONNIE L. HERRON,
AND KAREN J. REYNOLDS,

Defendants.

1:19-cv-03949- RPK-CLP

**DECLARATION OF TAMAR A. WEINRIB IN SUPPORT OF LEAD PLAINTIFF'S
MEMORANDUM OF LAW IN OPPOSITION TO DEFENDANTS' MOTION TO
DISMISS THE AMENDED CLASS ACTION COMPLAINT**

I, Tamar A. Weinrib, declare as follows pursuant to 28 U.S.C. ¶ 1746.

1. I am a member of the New York Bar admitted to practice before this Court and am a partner with the law firm of Pomerantz LLP ("Pomerantz" or the "Firm"), Lead Counsel in this matter. I make this declaration in support of Lead Plaintiff's Memorandum of Law in Opposition to Defendants Motion to Dismiss the Amended Class Action Complaint.

2. Attached hereto as Exhibit A is a true and correct excerpt from Intelligent System Corporation's ("INS") Form 10-K for the fiscal year ended December 31, 2016, filed with the Securities and Exchange Commission ("SEC") on March 17, 2017.

3. Attached hereto as Exhibit B is a true and correct excerpt from INS's Form 10-Q for the quarter ending March 31, 2018, filed with the SEC on May 9, 2018.

4. Attached hereto as Exhibit C is a true and correct excerpt from INS's Form 10-Q for the quarter ending March 31, 2016, filed with the SEC on May 10, 2016.

5. Attached hereto as Exhibit D is a true and correct excerpt from INS's Form 10-K for the fiscal year ended December 31, 2018, filed with the SEC on March 13, 2019.

6. Attached hereto as Exhibit E is a true and correct copy of INS's Audit Committee Charter, accessible at http://www.intelsys.com/files/Audit_Committee_Charter.pdf.

7. Attached hereto as Exhibit F is a true and correct copy of the NYSE Listed Company Manual, subsections 303A.01, titled "Independent Directors," and 303A.02, titled, "Independence Tests," accessible at https://nyse.wolterskluwer.cloud/listed-company-manual/document?treeNodeId=csh-da-filter!WKUS-TAL-DOCS-PHC-%7B0588BF4A-D3B5-4B91-94EA-BE9F17057DF0%7D--WKUS_TAL_5667%23teid-69.

8. Attached hereto as Exhibit G is a true and correct excerpt from the SEC News Digest, dated June 12, 1987, accessible at <https://www.sec.gov/news/digest/1987/dig061187.pdf>.

9. Attached hereto as Exhibit H is a true and correct excerpt from Matria Healthcare, Inc.'s Form 10-K for the fiscal year ended December 31, 2005, filed with the SEC on March 16, 2006.

10. Attached hereto as Exhibit I is a true and correct copy of the SEC's Litigation Release No. 22223, dated January 11, 2012, accessible at <https://www.sec.gov/litigation/litreleases/2012/lr22223.htm>.

11. Attached hereto as Exhibit J is a true and correct copy of MiMedx Group Inc.'s ("MiMedx") Press Release, filed with the SEC on February 20, 2018.

12. Attached hereto as Exhibit K is a true and correct copy of MiMedx's Press Release, filed with the SEC on July 2, 2018.

13. Attached hereto as Exhibit L is a true and correct copy of MiMedx's Press Release, filed with the SEC on September 20, 2018.

14. Attached hereto as Exhibit M is a true and correct copy of INS's Form 8-K and attached Exhibit, filed with the SEC on August 1, 2019.

15. Attached hereto as Exhibit N is a true and correct excerpt of a transcript from an INS investor call held on June 5, 2019.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: February 18, 2020

/s/ Tamar A. Weinrib

Tamar A. Weinrib